

State of Rhode Island and Providence Plantations
Division of Purchasing



Solicitation Information

August 13, 2015

RFP # 7549798

TITLE: LEASE OF STATE PROPERTY – 25 India Street, Providence, RI (property formerly known as “Shooters”)

Submission Deadline: Friday October 16, 2015 at 11:00 AM Eastern Standard Time)

PRE-BID/ PROPOSAL CONFERENCE: Yes Date: Friday August 21, 2015
Time: 10:00 AM
Mandatory: No
Location: RI Department of Environmental Management, 235 Promenade Street, Conference Room 300, Providence, RI.

Questions concerning this solicitation may be e-mailed to the Division of Purchases at thomas.bovis@purchasing.ri.gov no later than **8/28/2015 at 4 PM (EST)**. Questions should be submitted in a *Microsoft Word attachment*. Please reference the **RFP # 7549798** on all correspondence. Questions received, if any, will be posted on the Internet as an addendum to this solicitation. It is the responsibility of all interested parties to download this information.

BID SURETY REQUIRED: Yes -- A bid surety (i.e. cashier’s check, bank check, bid bond, treasurers’ check, or money order) payable to the State of Rhode Island, in the amount of \$10,000 shall be furnished by each offeror with their proposal. See Section 5 for more details.

BOND REQUIRED: NO

Thomas Bovis
Interdepartmental Project Manager

Vendors must register on-line at the State Purchasing Website at www.purchasing.ri.gov

Note to Vendors:

Offers received without the entire completed three-page RIVP Generated Bidder Certification Form attached may result in disqualification.

THIS PAGE IS NOT A BIDDER CERTIFICATION FORM

The Rhode Island Department of Administration, Division of Purchases (“Division”), on behalf of the Rhode Island Department of Environmental Management (“Department”) is soliciting proposals in accordance with the terms of this Request for Proposals (“RFP”) and the State’s General Conditions of Purchase, available on the internet at www.purchasing.ri.gov, from potential offerors to **lease an 18,600 square foot portion of Plat 18, Lot 345** (hereinafter referred to as the “Premises”) in the City of Providence, with experience in the design, development, construction, financing, operation and maintenance of commercial waterfront property, with an emphasis on publicly accessible components of operations, including, but not limited to, food service and local food market venues, outdoor farmer’s markets, and restaurants.

General Instructions and Notifications to Bidders

1. Potential offerors are advised to review all sections of this RFP carefully and to follow instructions completely. Failure to make a complete submission as described herein may result in a rejection of the proposal.
2. Proposals which depart from, or materially alter, the terms and requirements in this RFP may be rejected as being non-responsive. Additionally, the Division reserves the right to reject or accept any and all proposals on such a basis that the Division deems to be in its best interest.
3. In order to submit a proposal, vendors must properly register with the State of Rhode Island. For information of registering, please see the Division’s website at www.purchasing.ri.gov and under the heading “Vendor Registration Information.”
4. The Purchasing Agent reserves the right to request additional information regarding the “responsibility” of any offeror and accept or reject any bid on the basis of “responsibility” in his or her discretion.
5. All costs associated with developing or submitting a proposal in response to this Invitation, or to provide oral or written clarification of its content shall be borne by the offeror. The State assumes no responsibility for costs incurred during the RFP process.
6. Proposals are considered to be irrevocable for a period of not less than one hundred and eighty (180) days following the opening date, and may not be withdrawn, except with the express written permission of the State Purchasing Agent. Any such withdrawal may result in forfeiture of the submitted bid surety.
7. All pricing submitted will be considered to be firm and fixed unless otherwise indicated herein.
8. Proposals misdirected to other state locations, or which are otherwise not present in the Division at the time of opening for any cause will be determined to be late and will not be

considered. For the purposes of this requirement, the official time and date shall be that of the time clock in the reception area of the Division.

9. All proposals should include the vendor's FEIN or Tax Identification number as evidenced by a W9, downloadable from the Division's website at www.purchasing.ri.gov.
10. It is intended that an award pursuant to this request will be made to a prime contractor, who will assume responsibility for all aspects of the work. Joint venture and cooperative proposals will not be considered, but subcontractors are permitted, provided that their use is clearly indicated in the Offeror's proposal, and that the subcontractor(s) proposed to be used are identified in the proposal.
11. The purchase of goods under an award made pursuant to this RFP will be contingent on the availability of funds.
12. Bidders are advised that all materials submitted to the State for consideration in response to this RFP will be considered "Public Records" as defined in Title 38, Chapter 2 of the General Laws of Rhode Island, without exception, and will be released for inspection immediately upon award.
13. Interested parties are instructed to peruse the Division of Purchases website on a regular basis, as additional information or changes relating to this solicitation may be released in the form of an addendum.
14. Equal Employment Opportunity (G.L. 1956 § 28-5.1-1, et seq.) – § 28-5.1-1 Declaration of policy – (a) Equal opportunity and affirmative action toward its achievement is the policy of all units of Rhode Island state government, including all public and quasi-public agencies, commissions, boards and authorities, and in the classified, unclassified, and non-classified services of state employment. This policy applies to all areas where State dollars are spent, in employment, public services, grants and financial assistance, and in state licensing and regulation. For further information, contact the Rhode Island Equal Opportunity Office at (401) 222-3090.
15. In accordance with Title 7, Chapter 1.2 of the General Laws of Rhode Island, no foreign corporation, shall have the right to transact business in the State until it shall have procured a Certificate of Authority to do so from the Rhode Island Secretary of State (401-222-3040). *This is a requirement only of the successful vendor.*
16. The vendor should be aware of the State's Minority Business Enterprise (MBE) and Women Business Enterprise (WBE) requirements, which address the State's goal of ten percent (10%) participation by MBE/WBE's in all State procurements. For further information, contact the MBE Administrator at (401) 574-8253 or visit the website www.mbe.ri.gov or contact dorinda.keene@doa.ri.gov.

TERM OF LEASE

Awards resulting from this Request will be subject to the State's General Conditions of Purchase, which are available through the Internet at www.purchasing.state.ri.us . The selected Vendor will provide services for a period of twenty (20) years, renewable by mutual agreement for a maximum of two (2) additional ten (10) year periods.

Interested offerors may submit proposals to provide the services covered by this RFP on or before the date and time listed on the cover page of this solicitation. Proposals must be received by the time and date indicated on the cover page. The official clock is in the reception area of the Division.

Offerors must submit the proposal contents described in Section 5 in the following manner:

1. An original (marked "Original") plus five (5) copies of a **separate signed and sealed Cost Proposal**.
2. An original (marked "Original") plus five (5) copies of a separate Technical Proposal.
3. In addition to multiple hard copies of proposals required, the vendors shall provide two (2) copies of their technical proposal in electronic format (CD-ROM). Microsoft Word/Excel or PDF format is preferable.

Submissions should be single spaced on 8 ½" by 11" pages with 1" margins using Times Roman 12-point font.

Submission Deadline: please refer to page one of this solicitation.

An original plus five (5) copies of the **Technical Proposal** and an original plus five (5) copies of the **Cost Proposal** must be either mailed or hand-delivered in a sealed envelope marked "RFP #7549798: 25 India Street" to:

**Rhode Island Department of Administration
Division of Purchases, 2nd Floor
One Capitol Hill
Providence, RI 02908-5855**

Note: Proposals received after the above-referenced due date and time will not be considered. Proposals misdirected to other State locations by the scheduled due date and time will be determined to be late and will not be considered. Proposals faxed or emailed to the Division of Purchases will not be considered.

1. Introduction

The City of Providence (“City”) is the third-largest city in New England, behind Boston and Worcester, Massachusetts. Providence has an international reputation for innovation with a huge talent base from seven world-class colleges and universities, and leading hospitals and research centers. It is located on the busy Boston-Washington corridor in close proximity to all forms of transportation, multi-billion dollar markets, intellectual exchange and collaboration. The City provides an extraordinary and award-winning quality of life on scenic Narragansett Bay. The compact size of the City (20 square miles) its historic architecture, vibrant nightlife, affordable living and family friendly neighborhoods make it a highly desirable place to live, work and recreate. Providence is also home to 40 percent more knowledge workers than the national average and is recognized for its thriving knowledge, green and creative economies.

The State of Rhode Island (“State”), Department of Environmental Management (“Department”), as part of its overall mission, works to sustain, promote and enhance Rhode Island's agricultural viability today and for generations to come. The Department, through its Division of Agriculture, manages many programs that support local food production, marketing and sales. The Department’s agricultural promotion and market development programs and campaigns include Get Fresh, Buy Local, RI Seafood Initiative, farmer’s market support and promotion, and farmland ecology and land preservation programs.

In 2012, the Local Agriculture and Seafood Act established a grants program within Rhode Island’s DEM Division of Agriculture to support the growth and marketing of local food and seafood in the state. This program was made possible by a unique and unprecedented public-private partnership with \$100,000 in funding from the State of Rhode Island and \$210,000 in funds from the van Beuren Charitable Foundation, the Henry P. Kendall Foundation and the Rhode Island Foundation. The State continues to support this program and will provide additional grants for innovative agricultural projects in the future.

In December of 2014, the RI Food Policy Council, working with a broad group of stakeholders, prepared a report “Strengthening the Rhode Island Food System” which outlined opportunities for the State to identify opportunities for growth, and recommendations to strengthen the food system. This report promotes the food sector as a “large, well-established and growing part of Rhode Island’s economy” and states that “Rhode Island food system businesses provide about 60,000 jobs or 13.2% of public and private sector jobs in Rhode Island”.

Among many in RI, there is a growing vision of its ability to transform into a “Silicon Valley for Food” making the State a culinary destination given its tremendous industry resources such as Johnson and Wales University culinary programs, its highly regarded restaurants and culturally diverse food products, and its insatiable appetite for local grown products. We expect that this property and its redevelopment will serve a role in further elevating the State’s position as a food destination.

In addition to supporting local agriculture and associated businesses, local food production and distribution, accessibility of local food markets and food security, the Department also is responsible to provide safe, adequate and affordable recreational opportunities for its residents and visitors. As far back as the 1890’s, the Public Park Association prepared a visionary plan for

a system of parks serving the metropolitan Providence area. Over the years, the State has invested tens of millions of public dollars in its infrastructure and land to provide public recreational facilities. These facilities require continuous upkeep, maintenance, and improvements in order to respond to changing citizen needs and to endure heavy usage.

The relocation of I-195 is adjacent to the Premises and made over 18 acres of land available for redevelopment. This land, referred to as The LINK, is comprised of 21 vacant parcels of land, in downtown Providence, ready and available for redevelopment. This redevelopment effort, along with the redevelopment of this site at 25 India Street, represents the most important economic development opportunity in Rhode Island's recent history. We anticipate that the re-use of the 25 India Street site will provide a gateway into the City and a hub of public activity.

The redevelopment of the I-195 land has the potential to change the skyline of the capital city, add significant office, commercial, and residential space to the area and create a new concentration of high-wage, high-skilled job growth in knowledge-based industries, including life sciences, health care and research and development. The redevelopment of The LINK will build upon and enhance partnerships between education and business and strengthen our urban economic base through the revitalization and reconnection of city neighborhoods once separated by the I-Way. More about The LINK and the redevelopment of the former Route 195 land can be found at <http://www.195district.com/>.

With the 25 India Street property, the Department is seeking proposals that complement the Department's commitment to local food and the local food economy and ancillary uses compatible with the Department's commitment to public recreational opportunities and public use and access to the waterfront. We seek a re-use of this site that will bring vibrancy, public access and an economic improvement to the area. The neighborhood is home to a spectacular public park, a community boating center, excellent restaurants and commercial and light industrial uses. We envision a new development plan for this area that will integrate a new food hub, public access to the waterfront, the existing lands and public events and programs at India Point Park and Community Boating, and new waterfront features into a premiere destination.

2. Purpose of this Request for Proposals ("RFP")

This RFP seeks bids from private vendors, with emphasis on delivery, sale, promotion, education, and distribution of local food and food products to lease the 25 India Street property. Proposals must be beneficial to State, City and private vendor through providing a combination of lease revenues and the provision or servicing of publically accessible opportunities on site.

Potential responders: This RFP seeks interested parties who primary focus is on local food and food distribution through a combination of services including but not limited to food preparation, food service, food related education, food sales (both wholesale and retail), farmer's market, restaurant service, with a mission to provide access to and improve delivery of a Rhode Island local food system.

3. Property Overview

Description of Premises

The subject property is comprised of a portion of Assessor's Plat 18, Lot 345, consisting of approximately 18,600 square feet of land and improvements at 25 India Street, Providence, Rhode Island. Maps of the property to be conveyed and its environs are attached as Exhibits A and B. The parcel is under the ownership of the State of Rhode Island, with care and custody with the Department of Environmental Management (DEM).

Demographics

For demographic information on Rhode Island and the City of Providence, including population, education, economic, and employment, please refer to the following site:

<http://provplan.org/news/updates/the-providence-plan-releases-census-2010-information-and-maps>

Size, Shape and Site

The subject property consists of a parcel of land identified as a portion of Assessor's Plat 18, Lot 345 in the City of Providence located on the south side of the newly relocated Route I-195 and the Fox Point Hurricane Barrier. The subject property is situated in a waterfront zoning district that supports a mix of uses.

The Premises is generally rectangular in shape, measuring 120 feet by 155 feet and contains approximately 18,600 square feet of land area. It enjoys 155 linear feet of street frontage along India Street. There is direct access to Interstate Routes I-195 and I-95. The Premises is generally level at street grade. The Premises is currently improved with a one story steel structure on which the former "Shooters" restaurant and nightclub was situated.

Adjacent to the Premises to the south is a vacant lot owned by the State consisting of approximately 13,250 square feet with frontage on the Seekonk River. DEM currently holds a marina permit on this 13,250 square foot parcel, approved for a 90 slip marina in 1989. Several years ago, the State removed the damaged docks and related debris from the area. DEM owns another parcel to the east, which is vacant lot and consists of approximately 40,000 square feet. Surface drainage for the entire parcel appears adequate at present. Drainage related to future development plans will be subject to review by the city and CRMC.

CRMC Permit and the Urban Coastal Greenway

In February of 1990, the RI Coastal Resource Management Council (CRMC) granted Assent B89-3-14 to India Point Associates for a 90 slip marina with associated support facilities at the Premises. At the present time, the Department is conducting a feasibility study on the development of a public pier and/or replacement of dockage and ancillary boating facilities on site. Amendments to the marina plan will require review and approval by CRMC.

All development of the Premises must be consistent with the CRMC's requirements under its Metro Bay Region Special Area Management Plan (SAMP), and the Urban Coastal Greenway (UCG) Policy for property located in a designated "Development Zone". The SAMP and the UGC can be found at http://www.crmc.ri.gov/regulations/SAMP_MB_UCG.pdf

Zoning

Prior to its taking by the State, the Premises were utilized as a restaurant/nightclub /marina complex and enjoyed “W-2 Waterfront Mixed Use District” zoning. This zoning allows for a wide variety of residential, commercial, and light industrial uses with an allowable maximum building height of 75 feet. However, recent planning efforts have designated the site not suitable for residential use. On December 24, 2014, the City of Providence adopted a new Zoning Ordinance. This Ordinance zones the Premises as a W-2 Zone but provides a footnote that excludes Residential Development of the Premises. Article 9 of the Zoning Ordinance details allowable uses and design standards for development within this district. Bidders are encouraged to carefully review the City Zoning Ordinance and consult directly with City officials as to permitted uses or zoning questions.

Utilities

Electrical services, public sewer and public water are available at the site.

Taxes

The successful bidder shall be responsible for payment of taxes as required under R.I.G.L. 44-4-6 which requires estates in possession of a tenant for a term of ten or more years when required by the terms of his or her lease, the tenant shall pay taxes on the estate.

Location and Neighborhood and Connections

The subject property is located on the southerly side of the Relocated Route I-195 abutting India Street. The parcel is situated between the Providence Steamboat property complex and the Community Boating Center, which is located in India Point Park. More information about India Point Park and the Community Boating Center can be found at <http://www.communityboating.com/> and <http://www.friendsofindiapointpark.org/park.html>.

This property location represents the nexus of three bikeway systems, the East Bay Bikeway, the Washington Secondary Bikeway and the Blackstone Bikeway. This location is a connector of populations from points as far north as Woonsocket to points south to Bristol and west to the Connecticut border in Coventry. Pedestrians can easily access this property from downtown at Waterplace Park and College Hill and the East Side.

The Fox Point neighborhood just north of the LINK is densely developed with a mix of residential, recreational, commercial, office, retail/service, hotel, and light industrial uses. The property has good exposure and access to Routes I-195 and I-95. All city services and utilities, including water, sewer, electricity, natural gas, telephone, police, fire protection, and garbage collection are available and in use throughout the neighborhood.

This property is adjacent to what is referred to as the “Knowledge District” due to the proximity to universities and colleges, hospitals, and research centers.

Public Parking

It is estimated that there are over 150 +/- on street public parking spaces available for use that are within a quarter mile of this site. There are additional spaces located in off street private lots that are available to the public for parking for a fee. The State of Rhode Island will maintain

ownership of the adjacent land, Plat 18, Lot 344 which may be available for parking under a separate negotiated use agreement.

Flood Zone

The property is located in an area designated as “V18” with an established flood elevation of 19 feet. “V” zones are susceptible to flooding and wave and wind damage.

Easements and Encumbrances

There is evidence of a Public Access Agreement granted from India Point Associates to the Coastal Resource Management Council dated June 20, 1990 granting access to the guests and tenants of the marina to cross over a tract of land on the westerly portion of Lot 345. The easement ranges in width from 10’ to 24’. The easement location is expected to be modified as part of any new proposal for waterfront development.

Right of First Refusal

A Right of First Refusal to lease this property is presumed to be held by the former land owners of the Premises, Chestnut Properties, Inc. and the City of Providence. All bidders should be advised that the State intends to make offers to both the former owner and the City of any lease agreement prior to execution.

In December 2000, Chestnut Properties, Inc., sold land and buildings located at City of Providence, AP 18, Lots 344 and 345 to the State of Rhode Island and Providence Plantations. The Premises is a portion of the land and buildings included in this sale. The Warranty Deed for this transfer is recorded in the City of Providence Land Evidence Records at Book 4537, Page 081. The deed contains language reserving the Grantor’s right to repurchase the as “set forth in Article VI, Section 19 of the Constitution of Rhode Island, and as set forth within Chapter 37-7 of the General Laws of Rhode Island. See Exhibit “A for a copy of this deed.

On February 1, 2012, the State of Rhode Island, Department of Transportation filed a Certificate of Transfer of AP 18, Lots 344 and 345 to the Department of Environmental Management (DEM); this Certificate is recorded in the City of Providence Land Evidence Records at Book 10198, Page 251. See Exhibit “B” for a copy of this Certificate of Transfer.

Due diligence regarding deed restrictions and conditions are the responsibility of the bidder.

4. Criteria for 25 India Street Public Private Partnership

Please carefully review and consider the criteria set forth below for the future use and development of the Premises at 25 India Street. These criteria will be used by the review team to determine the best economically viable proposal which accommodates credible and purposeful public use and enjoyment of the site.

The State of Rhode Island anticipates that any operator of a facility on State property will provide an overall net return in revenue and/or services to the State. This net return could be in

the form of direct revenue to the State, provision of public facilities, amenities and services equal to a fair market rent, or a combination of direct revenue and public benefits.

Any future use of this site by a private operator is required to be consistent with current activities and land uses that occur adjacent to the Premises and the neighborhood in general. We anticipate the redevelopment of this site to be a vibrant and economically viable and attractive amenity.

The State expects that any capital development of State property will be consistent with Federal, State and City of Providence rules and regulations including but not limited to, zoning, planning and development regulations. Some deviation from local regulations may be considered acceptable if the overall plan is deemed most desirable by the State working in cooperation with the City.

The State expects that capital development funding required to provide recreational services by private operator(s) will be at the sole cost and expense of the Provider. If the developer requires publicly subsidized improvements for public access components, all details and costs associated with the improvements must be specifically outlined in the proposal including hard cost estimates of work to be performed and corresponding public benefits provided by the improvements.

The State expects that terms and conditions of deeds, easements, or other restrictions on any of the Premises will be fulfilled by operator with assistance by the State.

Phased development of the Premises will be considered but a detailed timeline for full development should be provided. A short term or interim use plan may be allowed.

Proposals which combine interests of non-profit organizations and for profit developers are encouraged. However, only one primary site developer may respond.

Public outdoor use must be included in the proposal.

Year-round use of most of the Premises is preferred.

The Department is currently conducting a feasibility study of the development of a future public pier on the remainder property of Plat 18, Lot 345. The developer will not be allowed to impede access for the public use of the pier. The Department anticipates cooperative management of the pier facility by the successful developer.

The site is expected to generate revenue for City and to create jobs.

A mixed-use development project is preferred.

The State will enter into a Lease Agreement for an initial term of twenty (20) years with options to extend for another twenty (20) for a combined forty (40) year lease with developer; other terms will be considered if proposal meets all other criteria and is deemed in the best interest of the State and City.

Portions of the interior space use should be developed in a manner that is free, open and inviting to the public; for some uses or activities related to the use, admission fees are allowed but should be reasonable. The open access area is preferably to be the lower level (or ground floor) but may be another part of the Premises.

5. Content of Response

Responses must include the following:

1. An **R.I.V.I.P. generated Bidder Certification Cover Form** downloaded from the Division's website at www.purchasing.ri.gov.
2. A completed and signed **W-9 Form** (In proposal marked "**Original**" only) downloaded from the RI Division of Purchases Internet home page at www.purchasing.state.ri.us
3. **Bid surety** -- A bid surety (i.e. cashiers check, bank check, bid bond, treasurers' check, money order) payable to the State of Rhode Island, in the amount of \$10,000 shall be furnished by each offeror with their proposal. Withdrawal or cancellation of a proposal after the closing date for acceptance of proposals will result in the forfeiture of the bid security. The proposal guaranty will be furnished by surety companies authorized/licensed to do business in the State of Rhode Island. The State reserves the right to retain the surety of all bidders until the successful bidder enters into the Contract or until such time as the award or cancellation of the Contract is announced at which point Sureties will be returned to all bidders by the State of Rhode Island.
4. A **Statement of Experience and Qualifications** describing the Offeror's background, qualifications, and experience with similar projects and all information described elsewhere in this solicitation. Include a **List of References** (company name, address, contact person and telephone number) familiar with the Offeror's ability to execute the proposed project. Select a minimum of three projects and provide principal contacts, including all contact information for projects similar in size and scope to the proposed project. Include identification of key personnel who will be assigned to establish and operate the business. This will include their relevant experience, qualifications, roles and responsibilities and other pertinent information.
5. A clear **Statement of the Offeror's Interest** in the lease of City of Providence Tax Assessor's Plat 18, portion of Lot 345. If specific terms or conditions are required for the success of the project, they should be included in this Statement. It is anticipated that the State will allow an initial Indenture of Lease for a twenty (20) year term with two (2) options to renew for terms of ten (10) years each.
6. A clear and concise **Statement Describing the Proposed Use(s)** of the Premises and development of or improvements to the Premises that will be undertaken. Include any anticipated sublease agreements. This statement must include detailed description of type of uses, hours of operation, anticipated revenues, clientele served, user fees, if any, public uses and amenities, references to criteria above and state how the proposal meets these criteria. If any use or uses are proposed that are inconsistent with criteria, responder must clearly explain inconsistency and reasons why proposed use should be considered.
7. A **Scope of Work** describing the proposed business plan; conceptual development of structures, buildings and other improvements proposed for the site, along with a preliminary budget; and, a proposed schedule for achieving active and productive use of the Premises.
8. The **Estimated Timeframe** to fully implement the proposal from the date of Lease Agreement or if Phased Approach, provide a schedule of activities and anticipated completion date(s).
9. A detailed **Description of Improvements** to be made to the Premises, including, if known, anticipated building footprint, number of stories proposed, materials to be used in construction, sustainable development practices to be employed in property re-

development, and expected cost of improvements with a reference to the basis for determining costs. Architectural drawings, plans or schematic proposal should be included if available.

10. A **separately signed and sealed Cost Proposal**: The offeror shall include all financial assumptions and shall **specify lease payment** to be made to the State for an initial ten year term. The terms and conditions of the Lease Agreement shall be negotiated with the successful bidder. This Cost Proposal shall also include the **Status of Financing** commitments for development and improvement of the Premises, including the names of equity investors and/or sources of loan funds. Letters of Commitment from investors, lending institutions or other financing agents should be included in the submission.
11. A Spreadsheet with an **Estimate of the Number** of full and part-time jobs that will be created as a result of the proposed business and corresponding Position Title or General Type of Job to be created. The spreadsheet should include a column which identifies whether the job is Permanent or Temporary.
12. An **Insurance Statement** as evidence of the ability to obtain property and liability insurances as required by the State.
13. The offeror's status as a Minority Business Enterprises (MBE) or Women Business Enterprises (WBE), certified by the Rhode Island Department of Administration, and/or a subcontracting plan which addresses the State's goal of ten percent (10%) participation by MBE/WBE's in all State procurements. For further information, contact the MBE Administrator at (401) 574-8670 or visit the website www.mbe.ri.gov or contact dorinda.keene@doa.ri.gov.
14. The offeror shall submit a list of contract(s) that have been terminated along with the entity name(s) that obtained the contract and the reasons why the contract was terminated (if applicable). The State reserves the right to seek additional information regarding a company's capabilities from any source it feels is competent to provide such information.
15. The offeror must have an organization that is financially and logistically able to handle requirements stated in its proposal. In a separate envelope, the offeror shall provide financial statements, a balance sheet and any CPA reports regarding the vendor's financial capacity. These financial statements will be returned to the vendor after the review is complete.

-The successful OFFERER shall be solely responsible for meeting all terms and conditions specified in the Request for Proposals, and any resulting contract.

-The use of any subcontractors or other vendors must receive prior approval by the State.

-The Rhode Island Department of Administration shall reserve the right to clarify the terms and conditions of any proposal submitted.

6. EVALUATION CRITERIA

The state will commission a review team to evaluate and score all proposals, using the following criteria:

- Merits of the Proposal - The OFFERER, through a scope of work, has clearly demonstrated that the proposed use of the Premises complies with the criteria for 25 India Street Public

Private Partnership and provides a direct benefit and enhancement of State public facilities and waterfront access. Scope of work for improvements and time frame for implementation is reasonable. **(50 Points)**

- Cost Proposal/Financial Plan (sealed and separate from technical proposal) – The OFFERER'S has financial commitments and the financial capability to develop the site within a definitive timeframe and to ability to fulfill the terms of a lease. OFFERER provides for lease payments to the State for the initial ten year lease term or offers substantial public services or improvements in lieu of all or a portion of lease payments. **(25 Points)**
- Experience and Qualifications – The OFFERER demonstrates that the firm and staff to be assigned have proven experience and are capable of completing the proposed developments to the site and operating a viable business as proposed. **(25 Points)**
- Bonus: **10 points** if the proposed project will create 20 or more permanent full time jobs.

7. AWARD

- The State will commission a review team to evaluate and score all proposals that are complete and minimally responsive using the criteria described above. The evaluation of any item may incorporate input from sources other than the offeror's response and supplementary materials submitted by the offeror. Those other sources could include assessments made by evaluators based on findings recorded from reference checks (including but not limited to those supplied by the offeror), prior experience with or knowledge of offeror's work, responses to follow-up questions posed by the State and/or oral presentations by the offerors if requested by the review team. The State may elect to use any or all of these evaluation tools.
- The review team may request any, all or some of the vendors to provide an oral presentation at any point during the process at its own discretion. The review team may adjust the technical score of any vendor after conducting such an interview.
- The Division, on behalf of the review team, may request clarification on any proposal as it deems necessary.
- The review team will present written findings, including the results of all evaluations, to the State Purchasing Agent or designee, who will make the final selection for this solicitation. When a final award has been made, a notice will be posted on the Rhode Island Division of Purchases web site.
- In order for the Proposal to be reviewed, all technical proposals must meet a minimum technical evaluation score of 60 total points. Any technical proposals scoring less than 60 points will not have the cost component either opened or evaluated and the proposal will be dropped from further consideration.

- Because the evaluation takes into consideration both the technical and cost components in a value based approach, the highest costing vendor may not necessarily be awarded the contract.
- The OFFERER recommended for this award will be notified by the Department of Administration. A contract/lease will be developed in cooperation with the Rhode Island State Department of Administration and the award recipient that will incorporate a final work plan and schedule.
- The contract/lease negotiated will require final approval from the State Properties Committee.
- Any proposed Lease Agreement shall be subject to a Right of First Refusal by Chestnut Properties, Inc. and the City of Providence as further outlined in Section 3 above.
- Notwithstanding anything above, the State, and its agents reserve the right to either accept or reject any, or all, bids, proposals, award on cost alone, cancel the solicitation and to waive any technicality in order to act in the best interest's of the State and to conduct additional negotiations as necessary.
- Proposals found to be technically or substantially non-responsive, at any point in the evaluation process, will be rejected and not considered further. The State, at its sole option, may elect to require presentation(s) by offerors in consideration for the award. An award will not be made to a contractor who is neither qualified nor equipped to undertake and complete required work within a specified time.

END



Figure 1 - Detail View



Figure 2 - Over View

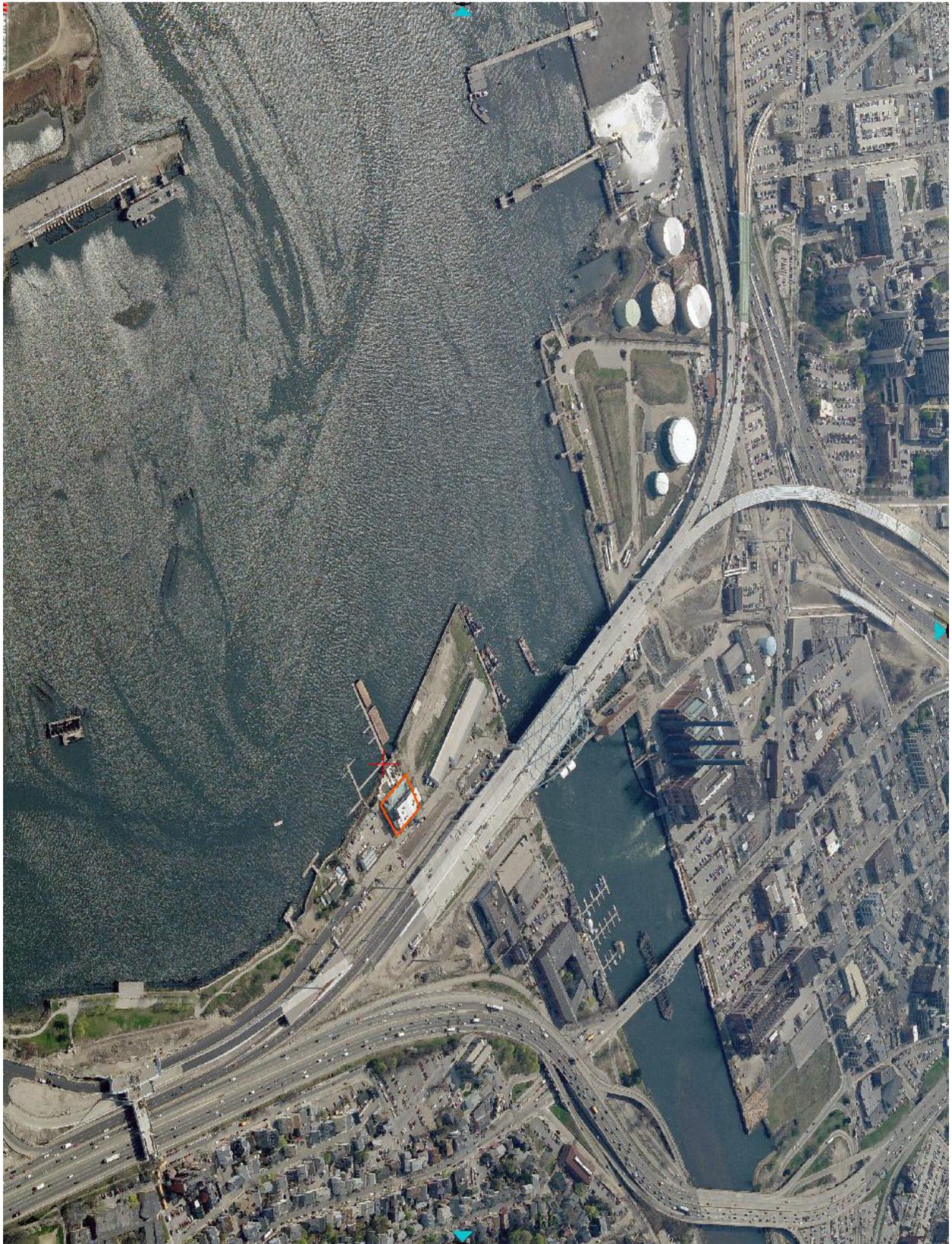


Figure 3 - Bird's Eye View



EXHIBIT "A"
Deed

BK 4537 PG 081 EXHIBIT "A"

WARRANTY DEED

CHESTNUT PROPERTIES, INC., a Rhode Island Corporation, of the City of Providence, County of Providence, State of Rhode Island, for consideration paid, grants to the **STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS** with **WARRANTY COVENANTS**:

That certain tract or parcel of land with all buildings and improvements thereon described in Exhibit "A" which is attached hereto and made a part hereof.

The within conveyance is subject to taxes assessed December 31, 1999.

Grantor, a corporation having its principal place of business at 150 Chestnut Street, City of Providence in the State of Rhode Island, acknowledges that pursuant to Section 44-30-71.3 of the Rhode Island General Laws, no withholding tax is required.

Pursuant to Rhode Island General Laws 23-28.35-1, the property being conveyed is exempt as it contains no residential dwelling units.

SUBJECT to receiving a permit for the legal portion of the dock and assurances that the owner, Chestnut Properties, Inc., will remove the illegal portion of the docks.

Provided however, grantor hereby reserves its right to repurchase as set forth in Article VI, Section 19 of the Constitution of Rhode Island, and as set forth within Chapter 37-7 of the General Laws of Rhode Island.

Witness my hand this 12 day of December, 2000.

DATE 12-14-00
RECORDED 57
008415
RHODE ISLAND
REAL ESTATE CONVEYANCE TAX

CHESTNUT PROPERTIES, INC.
Michael Kent
By: Michael Kent
Its: President

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence on this 12 day of December, A.D. 2000, before me personally appeared Michael Kent, to me known and known by me to be the party executing the foregoing instrument for and on behalf of Chestnut Properties, Inc., and he acknowledged said instrument by him so executed to be his free act and deed individually and in his said capacity and the free act and deed of Chestnut Properties, Inc.

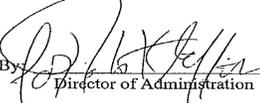
Douglas R. DeSnoel
Notary Public
My Commission Expires 12/14/00
Douglas R. DeSnoel, Esq.

BK 4537P 82

CHESTNUT PROPERTIES, INC.

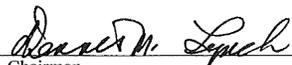
APPROVED:

STATE OF RHODE ISLAND AND
PROVIDENCE PLANTATIONS

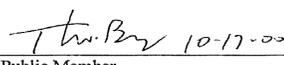
By:  _____
Director of Administration

By:  _____
William D. Ankner, Ph.D.
Director of Transportation

APPROVED:

 _____
Chairman
State Properties Committee

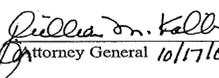
APPROVED:

 10-17-00
Public Member
State Properties Committee

APPROVED:

 _____
Department of Administration

APPROVED:

 10/17/00
Attorney General

BK4537PS0

EXHIBIT A

PARCEL A

That certain tract or parcel of land, together with all buildings and improvements thereon, located on the southerly side of India Street in the City of Providence, County of Providence, and State of Rhode Island, said tract or parcel being more particularly bounded and described as follows:

Beginning at a point in the southerly line of India Street at the northwesterly corner of the herein described parcel and at the northeasterly corner of land now or formerly of Mavrania Corporation, said point being distant one hundred eighty and 99/100 feet (180.99') easterly, measured along said southerly line of India Street, from its intersection with the southerly projection of the center line of South Main Street, thence proceeding in a generally easterly direction from said point of beginning a distance of one hundred fifty-five and 00/100 feet (155.00') along the southerly line of India Street to a point;

Thence turning an interior angle of 90° 44' 30" and proceeding in a generally southerly direction bounded easterly by land now or formerly of India Point Associates, L.P. (Grantor) a distance of one hundred eighty-eight and 49/100 feet (188.49') to a point at the harbor line of the Seekonk River;

Thence turning an interior angle of 97° 38' 30" and proceeding in a generally westerly direction along the harbor line of said Seekonk River a distance of eighty-eight and 95/100 feet (88.95') to an angle of said harbor line being coordinate point northing 266941.1047, easting 527625.0385;

Thence turning an interior angle of 191° 26' 16" and proceeding in a generally westerly direction along the harbor line of said Seekonk River to coordinate point northing 266930.2996, easting 527616.9693;

Thence turning and running southwesterly to coordinate point northing 286914.0632 easting 527593.0487, thence turning and running southeasterly to coordinate point northing 266905.7892 easting 527598.6648, thence turning and running in a generally westerly direction along the said harbor line to a point at the southeasterly corner of land now or formerly of said Mavrania Corporation at coordinate point northing 266834.5941 easting 527532.8362 said last five courses bounding on a parcel being conveyed to India Point Marina, Inc. by deed dated June 19, 1990;

RECORDERS NOTE
POOR ORIGINAL
FOR DUPLICATING

Page 1 of 7

EXHIBIT A

Thence turning an interior angle of 70° 55' 14" and proceeding in a generally northerly direction bounded westerly by land now or formerly of said Mavrania Corporation a distance of two hundred twenty-three and 44/100 Feet (223.44') to the southerly line of India Street and to the point and place of beginning, this last course forming an interior angle of 90° 00' 00" with the first described course.

Meaning and intending that Parcel A is Assessor's Plat 18, Lot 345

PARCEL B:

That certain lot or parcel of land, with all the buildings and improvements thereon, situated at the northwesterly corner of India Street and Benefit Street, in the City of Providence, County of Providence, State of Rhode Island, bounded and described as follows:

Beginning at the point of intersection of the northwesterly line of India Street with the southwesterly line of Benefit Street and running; Thence, southwesterly bounding southeasterly on said India Street a distance of two hundred and 5/10 (200.6) feet to land now or lately of New York, New Haven & Hartford Railroad; Thence turning a right angle and running northwesterly bounding southwesterly on said last named land, a distance of forty-five and 25/100 (45.25) feet to land now or lately of Woodworth Bradley, Inc.; Thence, turning a right angle and running northeasterly bounding northwesterly on said last named land, a distance of two hundred and 6/100 (200.0) feet to said Benefit Street; Thence, turning a right angle and running southeasterly bounding northwesterly on said Benefit Street, a distance of forty-five and 25/100 (45.25) feet to said India Street and the point and place of beginning.

Meaning and intending that Parcel B is Assessor's Plat 18, Lot 331

PARCEL C:

That certain parcel of real estate together with all improvements thereon located southerly of India Street in Providence, Rhode Island consisting of that portion of the riparian rights appurtenant to the land described as Parcel B above:

Beginning at a point at the westerly corner of land now or formerly of the Grantor and the southerly corner of land now or formerly of the City of Providence otherwise known as India Point Park at a point designated on the Rhode Island Statewide Coordinate system as coordinate point northing 267173.0881 easting 527384.6990, thence running in a southwesterly direction to coordinate point northing 267094.6004 easting 527796.7074 southwesterly direction to coordinate point

**RECORDERS NOTE
POOR ORIGINAL
FOR DUPLICATING**

EXHIBIT A

northing 267042.3054 easting 527710.7600, thence turning and running southeasterly to coordinate point northing 267027.0252 easting 527721.1317, thence turning and running south 48° 11' 56" west to coordinate point northing 266941.1047 easting 527625.0385, thence turning and running south 36° 45' 09" west to coordinate point northing 266930.2996 easting 527616.9693, Thence turning and running southwesterly to coordinate point northing 266914.0632 easting 527593.0487, thence turning and running southeasterly to coordinate point northing 266905.7892 easting 527598.6648, thence turning and running south 36° 45' 09" west to coordinate point northing 266884.5841 easting 527582.8362, thence turning and running south 34° 10' 05" east as far seaward as the riparian rights appurtenant to said Parcel II, thence running in a general northeasterly direction to a line whose beginning point is coordinate point northing 267173.0881 easting 527884.8990 and which runs south 43° 52' 47" from said point to the furthest extension of the riparian rights appurtenant to said Parcel II, thence turning and running northwesterly along said last mentioned line to the point and place of beginning.

Meaning and intending that Parcel C is riparian rights to Assessor's Plat 18, Lot 344 & 345

PARCEL D:

That certain lot or parcel of land, with all the buildings and improvements thereon, situated in the City of Providence, County of Providence, State of Rhode Island, bounded and described as follows:

Beginning at the most southeasterly corner of the herein described parcel, said corner being the point of intersection of the northwesterly street line of India Street, and the southwesterly street line of Traverse Street;

Thence running southwesterly, along said street line of India Street, a distance of 76.11 feet to a point;

Thence turning an interior angle of 176°-51'-40", and running southwesterly, along said street line of India Street, a distance of 74.53 feet to the point of intersection of said India Street street line and the northeasterly line of Benefit Street, so-called;

Thence turning an interior angle of 90°-00'-00" and running northwesterly, along said street line of Benefit Street, a distance of 200.57 feet to a point;

Thence turning an interior angle of 270°-00'-00" and running southwesterly, bounded southeasterly by said Benefit Street, a distance of 25.08 feet to a point;

EXHIBIT A

Thence turning an interior angle of 90°-00'-00" and running northwesterly, in a straight line, a distance of 100.25 feet to a point in the southeasterly street line of Tockwotton Street, so-called;

Thence turning an interior angle of 90°-00'-16" and running northeasterly, along said street line of Tockwotton Street, a distance of 175.61 feet to a point in the State Highway Line as established by State Highway Plat No. 1374;

Thence turning an interior angle of 39°-39'-44" and running southeasterly, in a straight line, partly along said State Highway Line and partly along the aforementioned southwesterly line of Traverse Street, a distance of 296.63 feet to the point and place of beginning;

The last described course forming an interior angle of 93°-08'-20" with the previously described first course of land.

Being the same premises conveyed to Providence Redevelopment Agency by deed from the City of Providence recorded with the Records of Land Evidence in the City of Providence in Book 1516 Page 20 and being the same parcel taken by Providence Redevelopment Agency by condemnation recorded with the Land Evidence Records of the City of Providence in Book 1782 at Page 147.

Being the same premises conveyed to Wickford Landings, Inc. by deed from Providence Redevelopment Agency recorded with the Land Evidence Records of the City of Providence in Book 2413 at Page 222.

Meaning and intending that Parcel D is Assessor's Plat 18, Lot 119, 135 & 337

PARCEL E:

That certain lot or parcel of land, with all the buildings and improvements thereon, situated on the southeasterly side of India Street, in the City of Providence, County of Providence, State of Rhode Island, bounded and described as follows:

Beginning at a point in the southeasterly line of India Street distant 155.99 feet northeasterly, measured in said southeasterly line, from its intersection with the prolongation southeasterly of the center line of South Main Street, and thence running northeasterly 295.42 feet by India Street to a point; thence deflecting 1° 33' 33" to the left and continuing northeasterly 144.58 feet by India Street to a point; thence making an interior angle of 98° 09' 09" with said last described line and running southeasterly 159.43 feet by land now or formerly of the City of Providence to the Harbor Line in

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POOR ORIGINAL
FOR DUPLICATING**

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EXHIBIT A

the Seekonk River; thence running southwesterly in said Harbor Line in two lines in length, respectively, 348.19 feet and 97.08 feet to a point; and thence running northwesterly 232.01 feet by land now or formerly of Merchants and Miners Transportation Company, in a line erected at right angles to the southeasterly line of said India Street, to the point of beginning.

Excepting therefrom that portion of premises conveyed to Mavrania Corporation on June 13, 1983 at 10:59 AM recorded in Book 1821 at Page 245.

Excepting therefrom the following premises:

That certain tract or parcel of land, together with all buildings and improvements thereon, located on the southerly side of India Street in the City of Providence, County of Providence, and State of Rhode Island, said tract or parcel being more particularly bounded and described as follows:

Beginning at a point in the southerly line of India Street at the northwesterly corner of the herein described parcel and at the northeasterly corner of land now or formerly of Mavrania Corporation, said point being distant one hundred eighty and 99/100 feet (180.99') easterly, measured along said southerly line of India Street, from its intersection with the southerly projection of the center line of South Main Street, thence proceeding in a generally easterly direction from said point of beginning a distance of one hundred fifty-six and 00/100 feet (155.00') along the southerly line of India Street to a point;

Thence turning an interior angle of 90° 00' 00" and proceeding in a generally southerly direction bounded easterly by land now or formerly of India Point Associates, L.P. (Grantor) a distance of one hundred eighty-eight and 49/100 feet (188.49') to a point at the harbor line of the Seekonk River;

Thence turning an interior angle of 97° 38' 30" and proceeding in a generally westerly direction along the harbor line of said Seekonk River a distance of eighty-eight and 95/100 feet (88.95') to an angle of said harbor line being coordinate point northing 266941.1047, easting 527625.0385;

Thence turning an interior angle of 191° 26' 16" and proceeding in a generally westerly direction along the harbor line of said Seekonk River to coordinate point northing 266930.2996, easting 527616.9693;

Thence turning and running southwesterly to coordinate point northing 266914.0632 easting 527593.0487, thence turning and

EXHIBIT A

running southeasterly to coordinate point northing 266905.7892 easting 527598.6648, thence turning and running in a generally westerly direction along the said harbor line to a point at the southeasterly corner of land now or formerly of said Mavrania Corporation at coordinate point northing 266884.5941 easting 527582.8362 said last five courses bounding on a parcel being conveyed to India Point Marina, Inc. by deed dated June 19, 1990;

Thence turning an interior angle of 70° 55' 14" and proceeding in a generally northerly direction bounded westerly by land now or formerly of said Mavrania Corporation a distance of two hundred twenty-three and 44/100 feet (223.44') to the southerly line of India Street and to the point and place of beginning, this last course forming an interior angle of 90° 00' 00" with the first described course.

Also, excepting therefrom that certain parcel of real estate together with all improvements thereon located southerly of India Street in Providence, Rhode Island consisting of that portion of the riparian rights appurtenant to the land described as Parcel II in that certain Deed from India Point Associates, L.P., a Rhode Island limited partnership, to India Point Marina, Inc., a Rhode Island corporation, dated June 19, 1990 and recorded June 21, 1990 at 1:12 PM, more particularly described as follows:

Beginning at a point at the westerly corner of land now or formerly of the Grantor and the southerly corner of land now or formerly of the City of Providence otherwise known as India Point Park at a point designated on the Rhode Island Statewide Coordinate system as coordinate point northing 267173.0881 easting 527884.6990, thence running in a southwesterly direction to coordinate point northing 267094.6004 easting 527796.7074 southwesterly direction to coordinate point northing 267042.3054 easting 527710.7600, thence turning and running southeasterly to coordinate point northing 267027.0252 easting 527721.1317, thence turning and running south 48° 11' 56" west to coordinate point northing 266941.1047 easting 527625.0385, thence turning and running south 36° 45' 09" west to coordinate point northing 266930.2996 easting 527616.9693, thence turning and running southwesterly to coordinate point northing 266914.0632 easting 527593.0487, thence turning and running southeasterly to coordinate point northing 266905.7892 easting 527598.6648, thence turning and running south 36° 45' 09" west to coordinate point northing 266884.5941 easting 527582.8362, thence turning and running south 34° 10' 05" east as far seaward as the riparian rights appurtenant to said Parcel II, thence running in a general northeasterly direction to a line whose beginning point is coordinate point northing

3K4537' 789

EXHIBIT A

257173.0881 easting 527884.6990 and which runs south 43° 52' 47" from said point to the furthest extension of the riparian rights appurtenant to said Parcel II, thence turning and running northwesterly along said last mentioned line to the point and place of beginning.

Meaning and intending that Parcel E is Assessor's Plat 18, Lot 344



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

20045376090

James R. Langevin, Secretary of State

The Office of the Secretary of the State of Rhode Island and Providence Plantations, **HEREBY CERTIFIES**, that

CHESTNUT PROPERTIES, INC.

a Rhode Island corporation, filed original articles of incorporation in this office on the twenty-second day of September A.D., 1992; and

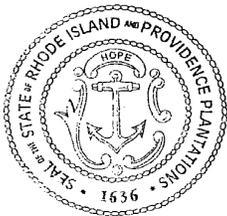
IT IS FURTHER CERTIFIED that said corporation is now of record and in good standing in this office.

SIGNED AND SEALED this fifth day of December A.D., 2000.

James R. Langevin

Secretary of State

BY *Debra Antonelli*



PROVIDENCE, RI
RECEIVED FOR RECORD
2000 DEC 14 A 10:03
BARBARA A. TRONCY
ACTING RECORDER OF DEEDS
Barbara A. Troncy

EXHIBIT "B"

Certificate of Transfer

EXHIBIT "B"

Doc No: 00030416 **CERTIFIED COPY**
Book: 10198 Page: 251

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
From
RHODE DEPARTMENT OF TRANSPORTATION
To
RHODE ISLAND DEPARTMENT OF ENVIRONMENTAL MANAGEMENT

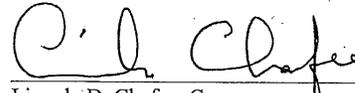
CERTIFICATE OF TRANSFER

By virtue of the authority vested in me under the provisions of Title 37, Chapter 7, Section 6 of the General Laws of the State of Rhode Island, 1956, as amended, having been before requested in writing by Michael P. Lewis in his capacity as Director of the Department of Transportation, and Janet Coit in her capacity as Director of the Department of Environmental Management, so do I, Lincoln D. Chafee, Governor of the State of Rhode Island and Providence Plantations, hereby certify that custody, control and supervision over that land and improvements shown and described as Parcel 1 and Parcel 2 in Exhibits A-1 and A-2, respectively, attached hereto and made a part hereof, are hereby transferred from the **Department of Transportation to the Department of Environmental Management**, subject to the covenants and restrictions herein and made a part hereof as described in Exhibit B; said land and improvements, located in the City of Providence, and consisting of 73,436 square feet, more or less, shall be transferred to the Department of Environmental Management to be used for commercial, public recreation, marina and redevelopment purposes.

IN WITNESS WHEREOF, Lincoln D. Chafee, the Governor of the State of Rhode Island and Providence Plantations, has set his hand and seal this 15th day of February, A.D. 2012.

WITNESS:

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS:


Lincoln D. Chafee, Governor

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, in said County and State on this 15th day of February, A. D. 2012, before me personally appeared Lincoln D. Chafee, the Governor of the State of Rhode Island and Providence Plantations, and he acknowledged said instrument by him executed to be his free act and deed, his free act and deed in his capacity as aforesaid, and the free act and deed of the State of Rhode Island and Providence Plantations

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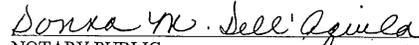
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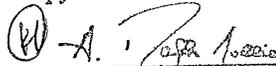
FEB 08 2012

RI SECRETARY OF STATE
ADMINISTRATIVE RECORDS

RI SECRETARY OF STATE
ADMINISTRATIVE RECORDS


NOTARY PUBLIC
My Commission Expires: 4/15/15

True Copy Attest _____


Secretary of State

Rhode Island Department of Transportation
to
Rhode Island Department of Environmental Management



CERTIFIED COPY

Exhibit A-1

**Parcel 1
AP 18, Lot 345
(Harbor Line)**

That certain lot or parcel of land with all the buildings and improvements thereon situated on the southerly side of India Street in the City of Providence, County of Providence, State of Rhode Island and more particularly described as follows:

Beginning at a point in the southerly street line of India Street a distance one-hundred eighty and ninety-nine one-hundredths (180.99) feet, as measured along said southerly street line of India Street, from the southerly extension of the centerline of South Main Street, being the northwesterly corner of the herein described parcel;

Thence N 55° 48' 31" E along said southerly street line of India Street a distance of one-hundred fifty-five and zero one-hundredths (155.00) feet to a point;

Thence turning an interior angle of 90° 00' 00" and running southeasterly along other land owned now or formerly by the State of Rhode Island a distance of one-hundred eighty-eight and fourteen one-hundredths (188.14) feet more or less to the Harbor Line of Providence Harbor;

Thence S 48° 08' 09" W a distance eighty-eight and sixty one-hundredths (88.60) feet more or less to an angle point;

Thence S 36° 41' 52" W a distance of seventy-one and twelve one-hundredths (71.12) feet more or less to a point, the two previous courses running along the Harbor Line of Providence Harbor;

Thence turning an interior angle of 70° 53' 21" and running northwesterly along land owned now or formerly by Providence Steamboat Company a distance of two-hundred twenty-three and twenty-five (223.25) feet more or less to the point and place of beginning; forming an interior angle of 90° 00' 00" with the southerly street line of India Street;

The herein parcel contains 32,693 square feet of land, more or less.

Meaning and intending to describe that parcel of land described in deed book 4537, pages 81-89.

Said parcel subject to existing Riparian Rights as described in deed book 2254, page 315 and deed book 2944, page 58.

RECEIVED
(W) FEB 21 2012
RI SECRETARY OF STATE
ADMINISTRATIVE RECORDS

True Copy Attest _____
(K) *A. J. [Signature]*
Secretary of State

Exhibit A-2

Parcel 2
AP 18, Lot 344
(Harbor Line)

That certain lot or parcel of land with all the buildings and improvements thereon situated on the southerly side of India Street in the City of Providence, County of Providence, State of Rhode Island and more particularly described as follows:

Beginning at a point on the southerly street line of India Street, said point located three-hundred thirty-five and ninety-nine one-hundredths (335.99) feet, as measured along said India Street southerly street line, from the southerly extension of the centerline of South Main Street, and being the northwesterly corner of the herein described parcel;

Thence N 55° 48' 31" E a distance of one-hundred fifteen and four one-hundredths (115.04) feet to an angle point;

Thence turning an exterior angle of 178° 22' 53" and running northeasterly a distance of one-hundred fourteen and fifty-eight one-hundredths (114.58) feet to a point, the two preceding courses running along the southerly street line of India Street;

Thence turning an interior angle of 98° 09' 09" and running southeasterly along land owned now or formerly by the City of Providence a distance of one-hundred fifty-nine and eleven one-hundredths (159.11) feet more or less to the Harbor Line of Providence Harbor;

Thence S 48° 08' 09" W along said Harbor Line of Providence Harbor a distance of two-hundred fifty-eight and ninety one-hundredths (258.90) feet more or less to a point;

Thence turning an interior angle of 82° 19' 38" and running northwesterly along other land owned now or formerly by the State of Rhode Island a distance of one-hundred eighty-eight and fourteen one-hundredths (188.14) feet more or less to the point and place of beginning, forming an interior angle of 90° 00' 00" with the southerly street line of India Street;

The herein described parcel contains 40,743 square feet of land, more or less.

Meaning and intending to describe that parcel of land described in deed book 4537, pages 81-89.

Said parcel subject to existing Riparian Rights as described in deed book 2254, page 315 and deed book 2944, page 58.

RECEIVED

FEB 21 2012

RI SECRETARY OF STATE
ADMINISTRATIVE RECORDS

This Copy Attest

(Signature)

A. J. [Signature]

Secretary of State

Rhode Island Department of Transportation
To
Rhode Island Department of Environmental Management

EXHIBIT B

Attached hereto and made a part hereof:

The Grantee, for themselves, their successors and assigns, as part of the consideration hereof, does hereby covenant and agree as a covenant running with the parcel of land described on Exhibit "A," that:

1. Any use of said parcel of land will be in compliance with Title VI of the Federal Civil Rights Act of 1964, 42 U.S.C. §§ 2000d-2000d-4, i.e., without discrimination as to race, color, sex, national origin, age, or disability. Moreover, the Grantee covenants and agrees, as a covenant running with the land, that in the event facilities are constructed, maintained, or otherwise operated on said parcel of land described in this deed, for a purpose for which a U.S. Department of Transportation program or activity is extended, or for another purpose involving the provision of similar services or benefits, the Grantee shall maintain and operate such facilities and services in compliance with all other requirements imposed pursuant to 49 C.F.R. Part 21, Nondiscrimination in Federally Assisted Programs of the Department of Transportation-Effectuation of Title VI of the Civil Rights Act of 1964 (the Regulations), and as the Regulations may be amended.
2. No billboard, sign or other outdoor advertising devices shall be erected upon said parcel of land other than those indicating ownership and type of activity being conducted on the premises and shall be subject to reasonable restrictions with respect to number, size, location and design by regulation of the Department of Transportation and/or the Federal Highway Administration and subject to local zoning ordinances.
3. Any public utilities or municipalities having facilities under, over or through the parcel of land herein conveyed as of the date of these presents shall have the right and easement to continue to maintain, operate and renew their facilities within the premises herein described.

RECEIVED

FEB 21 2012

RI SECRETARY OF STATE
ADMINISTRATIVE RECORDS

True Copy Attest _____

(M)

A. J. [Signature]
Secretary of State

Rhode Island Department of Transportation
to
Rhode Island Department of Environmental Management

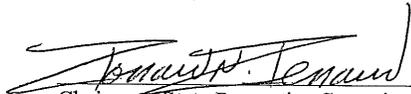
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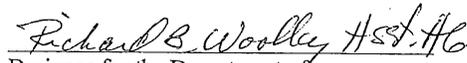
STATE PROPERTIES COMMITTEE

APPROVED this 17th day of January, A. D. 2012, by the State Properties Committee.

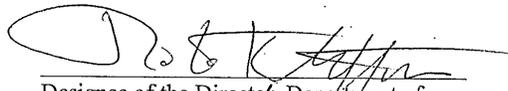
APPROVED:


Chairman, State Properties Committee

APPROVED AS TO FORM:


Designee for the Department of Attorney General

APPROVED AS TO SUBSTANCE:


Designee of the Director, Department of Administration

APPROVED:

Public Member LAWRENCE S. EICHLER

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